

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

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1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

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March 19, 1997

20578  
MAR 19 1997 11:12 AM

Via Hand Delivery

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Rm. 704  
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed for recordation, under the provision of 49 U.S.C. § 11301(a) and the regulations thereunder, are executed original counterparts of (i) Memorandum of Railcar Lease Agreement ("Memorandum of Lease") between The First National Bank of Maryland, as Lessor, and Mobil Oil Corporation, as Lessee, a primary document not previously recorded, dated as of March 19, 1997; and (ii) Assignment of Lease and Rents ("Assignment") from The First National Bank of Maryland, as Assignor, to and for the benefit of Aid Association for Lutherans, as Assignee, relating to the aforesaid Lease, a secondary document not previously recorded, dated as of March 19, 1997.

The names and addresses of the parties to the enclosed documents are as follows:

Memorandum of Railcar Lease Agreement

LESSOR: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

LESSEE: Mobil Oil Corporation  
3225 Gallows Road  
Fairfax, Virginia 22037

Assignment of Lease and Rents

ASSIGNOR: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

ASSIGNEE: Aid Association for Lutherans  
4321 North Ballard Road  
Appleton, Wisconsin 54919

*Counterparts - J. Maser*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAR 19 11 12 AM '97

**DONELAN, CLEARY, WOOD & MASER, P.C.**

Letter to Honorable Vernon A. Williams  
March 19, 1997  
Page 2

A general description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto.

The Lessor and the Lessee are entering into that certain Equipment Schedule No. 7, dated March 19, 1997, to that certain Lease Agreement, dated as of April 28, 1994, between Lessor and Lessee (collectively referred to as the "Lease") covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest in the said railroad equipment of the Lessee and accordingly have caused this Memorandum of Lease to be executed and recorded with the Board. Similarly, the Assignor and the Assignee wish to show for the public record that Assignor has, inter alia, assigned, transferred, conveyed and set over to the Assignee all of the Assignor's estate, right, title and interest in, to and under the Lease, and accordingly have caused the Assignment to be executed and recorded with the Board.

It is also requested that the Assignment be cross-indexed in the "Vendee" Index Book ("white pages") under the name of the Assignee, namely, under Aid Association for Lutherans, saying: See Recordation No. 20578 -A.

Also enclosed is a remittance in the amount of \$48.00 for the required recording fees.

A short summary of the documents to appear in the index follows:

**PRIMARY DOCUMENT**

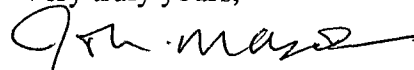
Memorandum of Railcar Lease Agreement, dated as of March 19, 1997, between The First National Bank of Maryland ("Lessor") and Mobil Oil Corporation ("Lessee") relating to the lube tank railcars, pressure tank railcars and covered hopper plastic pellet railcars, as set forth in Exhibit A hereto.

**SECONDARY DOCUMENT**

Assignment of Lease and Rents, dated as of March 19, 1997, between The First National Bank of Maryland ("Assignor") and Aid Association for Lutherans ("Assignee") relating to the lube tank railcars, pressure tank railcars and covered hopper plastic pellet railcars, as set forth in Exhibit A hereto.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the STB acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for purposes of this filing for  
The First National Bank of Maryland,  
Aid Association for Lutherans and  
Mobil Oil Corporation*

*Enclosures*  
0970-020

EXHIBIT A

DESCRIPTION OF RAILCARS

- Group I:** Twenty-nine (29) newly manufactured 6,221 cubic foot capacity covered hopper plastic pellet railcars bearing road marks as follows: MBLX 53767, 53768, 53769 and 53170 through 53181, inclusive, 53183, 53185, 53187 through 53190, inclusive, 53193 through 53198, inclusive, 53200 and 53202.
- Group II:** Thirty-five (35) newly manufactured 33,687 gallon capacity pressure tank railcars bearing road marks as follows: MBLX 34694 through 34728, inclusive
- Group III:** Forty-seven (47) newly manufactured, single compartment, 27,755 gallon capacity lube tank railcars bearing road marks as follows:
- MBLX 28080
  - 28082
  - 28087 through 28089, inclusive
  - 28091 through 28100, inclusive
  - 28101
  - 28102 through 28103, inclusive
  - 28105 through 28114, inclusive
  - 28116 through 28121, inclusive
  - 28123 through 28126, inclusive
  - 28127
  - 28128
  - 28129
  - 28130
  - 28131
  - 28132
  - 28133
  - 28136
  - 28139
- Group IV:** Ten (10) newly manufactured, single compartment, 27,701 gallon capacity lube tank railcars bearing road marks as follows: MBLX 28000 through 28009, inclusive.
- Group V:** Eight (8) newly manufactured, double compartment, 26,950 gallon capacity lube tank railcars bearing road marks as follows: MBLX 2801 through 2808, inclusive
- Group VI:** Eight (8) newly manufactured, triple compartment, 26,483 gallon capacity lube tank railcars bearing road marks as follows: MBLX 3801 through 3808, inclusive.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

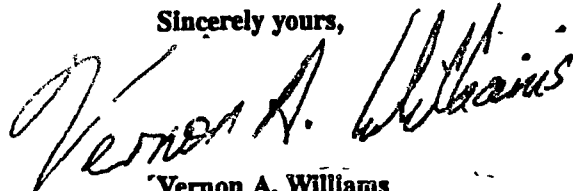
3/19.97

John K. Maser III  
Donelan, Cleary, Wood & Maser P.C.  
1100 New York, NE., Ste. 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/97 at 11:15AM, and assigned recordation number(s). 20578, 20578-A and 20579.

Sincerely yours,

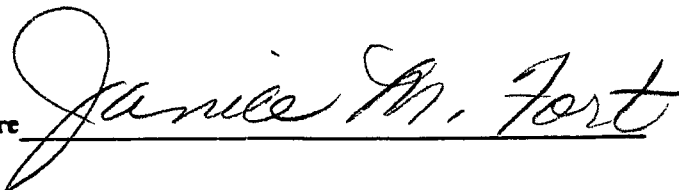


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20578  
MAR 19 1997

**THE FIRST NATIONAL BANK OF MARYLAND**

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**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

**dated as of March 19, 1997**

**between**

**THE FIRST NATIONAL BANK OF MARYLAND,**

**as Lessor**

**and**

**MOBIL OIL CORPORATION,**

**as Lessee**

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of March 19, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Equipment Schedule Number 7 dated March 19, 1997 between Lessor and Lessee, to that certain Lease Agreement dated as of April 28, 1994 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND  
Lessor

By: J. Mitchell Crook

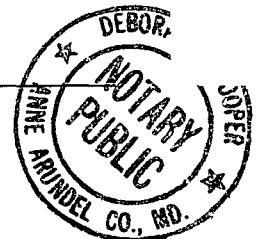
MOBIL OIL CORPORATION,  
Lessee

By: \_\_\_\_\_

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 17<sup>th</sup> day of March, 1997 before me personally appeared J. Mitchell Crook, to me personally known, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on March 17, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Deborah Hopper  
Notary Public



[Notarial Seal]

My commission expires: 7-27-98

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of March 19, 1997 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following.

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Equipment Schedule Number 7 dated March 19, 1997 between Lessor and Lessee, to that certain Lease Agreement dated as of April 28, 1994 between Lessor and Lessee (the "Lease").
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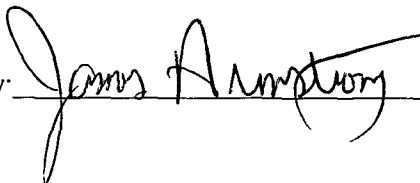
This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND  
Lessor

By: \_\_\_\_\_

MOBIL OIL CORPORATION,  
Lessee

By:  \_\_\_\_\_

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this \_\_\_\_ day of March, 1997 before me personally appeared, \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on March \_\_, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires.

STATE OF NEW FAIRF VIRGINIA, COUNTY OF FAIRFAX, TO WIT

On this 17th day of March, 1997 before me personally appeared JAMES ARMSTRONG to me personally known, who being by me duly sworn, says that he is the SOURCING SPECIALIST, of Mobil Oil Corporation, that said instrument was signed and sealed on March 17, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Susan C. Wilson  
Notary Public

[Notarial Seal]

My commission expires April 30, 2000

B FN171224 MEM/Mobil(PartII1997)/Disk1/mes



DESCRIPTION OF RAILCARS

- Group I** Twenty-nine (29) newly manufactured 6,221 cubic foot capacity covered hopper plastic pellet railcars bearing road marks as follows: MBLX 53767, 53768, 53769 and 53170 through 53181, inclusive, 53183, 53185, 53187 through 53190, inclusive, 53193 through 53198, inclusive, 53200 and 53202.
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